

Exhibit B
To Registration Statement

OMB No. 105-0007

Under the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in triplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, dissemination report, copy of political propaganda or other document or information filed with the Attorney General under this act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of such documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. Finally, the Attorney General transmits an annual report to the Congress on the Administration of the Act which lists the names of all agents and the nature, sources and content of the political propaganda disseminated or distributed by them. This report is available to the public.

5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Submission of comments and providing information to House and Senate committees with jurisdiction over trade legislation; providing information to U.S. agencies, including Commerce Department and International Trade Commission staff, concerning the proposed legislation; if appropriate, testimony before congressional subcommittees.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?1 Yes Di No []

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Where necessary, dicussions with congressional staff and submission of writtten statements to the appropriate congressional committees on behalf of Bayer's subsidiary, Miles, Inc., in support of legislation to suspend import duties on certain pharmaceuticals.

Date of Exhibit B

1/4/90

Name and Title

Matthew T. McGrath Partner

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Political activity as defined in Section 1(0) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political perty.